

**TRAILER TRAIN
COMPANY**

RECORDATION NO. *12344-B*

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

MAY 13 1981 - 2 05 PM
May 12, 1981

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. **1-133A066**
Date **MAY 13 1981**
Fee \$ **10.00**

ICC Washington, D. C.

Dear Sirs:

Enclosed for recordation under the provisions of the Interstate Commerce Act, 49 U.S.C. §1103 (a) are 5 counterparts of Equipment Trust Agreement, Series 7, Supplement No. 2 dated as of May 1, 1981.

Prior recordations relating to this Supplement No. 2 were made on October 27, 1980 at 10:55 a.m., recordation number 12344, and December 10, 1980 at 11:15 a.m., recordation number 12344-A.

The general description of the railroad rolling stock covered by the enclosed Equipment Trust Agreement Supplement No. 2 is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties to said Equipment Trust Agreement are as follows:

Company: Railbox Company
101 North Wacker Drive
Chicago, Illinois 60606

Trustee: Continental Illinois National Bank
and Trust Company of Chicago
30 North La Salle Street
Chicago, Illinois 60693

RECEIVED
MAY 13 11 56 AM '81
FEDERAL
OPERATION
BUREAU
I C C

The undersigned is the Company named above and has knowledge of the matters set forth in the enclosed documents.

Please return 4 counterparts of the Equipment Trust Agreement Supplement to the undersigned at the above address.

Enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

RAILBOX COMPANY

By *T. D. Marion*
Its Assistant Treasurer

ja
Enclosures

Countersigned - J. P. Dwyer

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

T. D. Marion
Trailer Train Company
101 North Wacker Drive
Chicago, IL 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/13/81 at 12:05PM , and assigned re-recording number(s). 12344-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

MAY 13 1981 - 12 05 PM

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 2 ^{INTERSTATE COMMERCE COMMISSION} dated May 1, 1981, by and between CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association organized and existing under the laws of the United States of America, as Trustee (hereinafter called the Trustee) and RAILBOX COMPANY, a Delaware corporation (hereinafter called the Company).

WHEREAS, the parties hereto have entered into an Equipment Trust Agreement dated as of October 22, 1980 (hereinafter called the Trust Agreement) providing for the sale, transfer and delivery to the Trustee of certain railroad equipment described in Schedule A thereto, and have entered into a Supplement No. 1 dated as of December 1, 1980 supplementing and restating Schedule A thereto; and

WHEREAS, the Trust Agreement has been filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. § 11303 (a) on October 27, 1980, at 10:55 a.m. and assigned recordation number 12344, and the Supplement No. 1 has been filed and recorded on December 10, 1980, at 11:15 a.m., and assigned recordation number 12344-A; and

WHEREAS the parties hereto desire to further supplement Schedule A of the Trust Agreement to add 1 FMC Corporation 50'6", 70-ton capacity, general service boxcar with 10' doors, car number 38640; and

WHEREAS this inclusion of equipment is authorized by the second paragraph of Section 4.01 of the Trust Agreement and the entering into of this Supplement No. 2 by the Trustee and the Company without the consent of the holder of the Trust Certificates issued pursuant to the Trust Agreement is authorized by Section 12.01 of the Trust Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

(1) Schedule A is hereby supplemented and restated in its entirety as set forth in Exhibit 1 hereto, and

(2) The Company will promptly cause this Supplement No. 2 to be filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. § 11303 (a) and in accordance with the terms of Section 5.03 of the Trust Agreement.

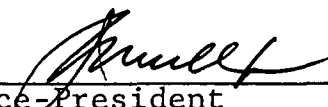
Except as supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and

delivery of this Supplement No. 2 may refer to the "Equipment Trust Agreement dated as of October 22, 1980" without making specific reference to this Supplement No. 2, but nevertheless all such references shall be deemed to include this Supplement No. 2 unless the context shall otherwise require.

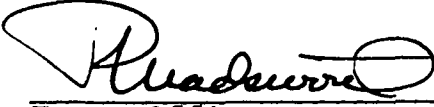
IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested to be hereunto affixed as of the day and year first above written.

CONTINENTAL ILLINOIS NATIONAL BANK AND
TRUST COMPANY OF CHICAGO as Trustee

By 
Second Vice-President

(Corporate Seal)

Attest:


Trust Officer

RAILBOX COMPANY

By 
Treasurer

(Corporate Seal)

Attest:


Assistant Secretary

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

On this 8TH day of May, 1981, before me personally appeared J. C. Mull, Jr., to me personally known, who, being by me duly sworn, says that he is a ^{Second} Vice-President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

V. Washington
Notary Public

(Notarial Seal)

My Commission Expires: ~~My~~ Commission Expires July 2, 1984

(STATE OF ILLINOIS)
(COUNTY OF COOK) SS.

On this 6th day of May, 1981, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer of RAILBOX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. P. Hoplum
Notary Public

(Notarial Seal)

My Commission Expires:
My Commission Expires December 27, 1983

Exhibit 1

SCHEDULE A

<u>Type</u>	<u>Mechanical Designation</u>	<u>Quantity</u>	<u>Company Car Numbers (all inclusive)</u>
50'6", 70-ton capacity general service boxcar Manufacturer: FMC Corporation	XM	75 1	38565-38639 38640
50'6", 70-ton capacity general service boxcar Manufacturer: PACCAR, Inc.	XM	4	43346-43349
50'6", 70-ton capacity general service boxcar Manufacturer: Pullman Incorporated (Pullman Standard Division)	XM	140	43950-44089
		<u>220</u>	